Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness, and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

NEITHER THE HONG KONG DEPOSITARY RECEIPTS ("**DEPOSITARY RECEIPTS**") NOR THE HONG KONG DEPOSITARY SHARES ("**HDSs**") EVIDENCED THEREBY HAVE BEEN OR WILL BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**"), OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES, AND MAY NOT BE RE-OFFERED, RESOLD, PLEDGED OR OTHERWISE TRANSFERRED IN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OF, A U.S. PERSON (WITHIN THE MEANING OF REGULATION S PROMULGATED UNDER THE SECURITIES ACT), UNLESS THE SECURITIES ARE REGISTERED UNDER THE SECURITIES ACT OR PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT, AND HEDGING TRANSACTIONS INVOLVING THE DEPOSITARY RECEIPTS OR HDSs MAY NOT BE CONDUCTED UNLESS IN COMPLIANCE WITH THE SECURITIES ACT.



OVERSEAS REGULATORY ANNOUNCEMENT – FORM 8-K

This announcement is issued pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Please refer to the attached for the document which has been published by Coach, Inc. on the website of the U.S. Securities and Exchange Commission on June 23, 2017 (U.S. Eastern Time).

President, Chief Administrative Officer and Secretary of Coach, Inc. Todd Kahn

Hong Kong, June 26, 2017

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported):

June 20, 2017

Coach, Inc. (Exact name of registrant as specified in its charter)

Maryland (State of Incorporation) 1-16153 (Commission File Number) 52-2242751 (IRS Employer Identification No.)

<u>10 Hudson Yards, New York, NY 10001</u> (Address of principal executive offices) (Zip Code)

(212) 594-1850

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

□ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

□ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Dere-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

□ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company \Box

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As previously announced in a Current Report on Form 8-K filed on April 6, 2017 with the U.S. Securities and Exchange Commission (the "SEC"), Andre Cohen, the President, North America and Global Marketing of Coach, Inc. (the "Company"), notified the Company on April 3, 2017 that he would be resigning. Mr. Cohen's last day with the Company will be July 1, 2017, the last day of the Company's fiscal year ("fiscal year 2017").

On June 20, 2017, the Human Resources Committee of the Coach Board of Directors (the "Committee") determined that Mr. Cohen will receive his earned bonus for fiscal year 2017, based on the actual achievement of the performance criteria established by the Committee, on the date that the Company pays bonuses for fiscal year 2017 to other employees of the Company, subject to Mr. Cohen abiding by the terms, conditions and post-employment restrictions of his employment letter with the Company. In addition, the Committee has determined that the equity awards granted to Mr. Cohen on August 14, 2014, the terms of which are disclosed in the Company's Proxy Statement filed with the Securities and Exchange Commission on September 25, 2015, under "Compensation Discussion and Analysis-Fiscal Year 2015 Compensation-Long Term Incentives," will remain outstanding following Mr. Cohen's last day with the Company and become eligible to pro-rata vest through his last day of employment on August 14, 2017, in accordance with the terms and conditions of the award agreements, including the achievement of any performance conditions for performance restricted stock units. Mr. Cohen will have 90 days following the vesting date to exercise any outstanding options from these awards.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 23, 2017

COACH, INC.

By: <u>/s/ Todd Kahn</u>

Todd Kahn President, Chief Administrative Officer and Secretary